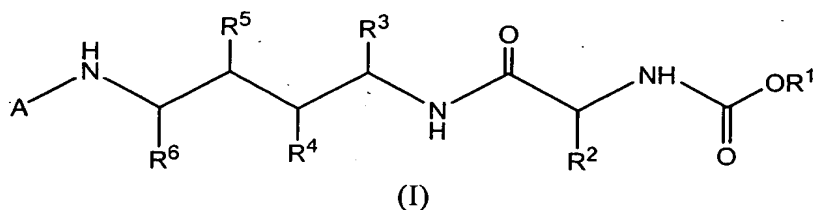


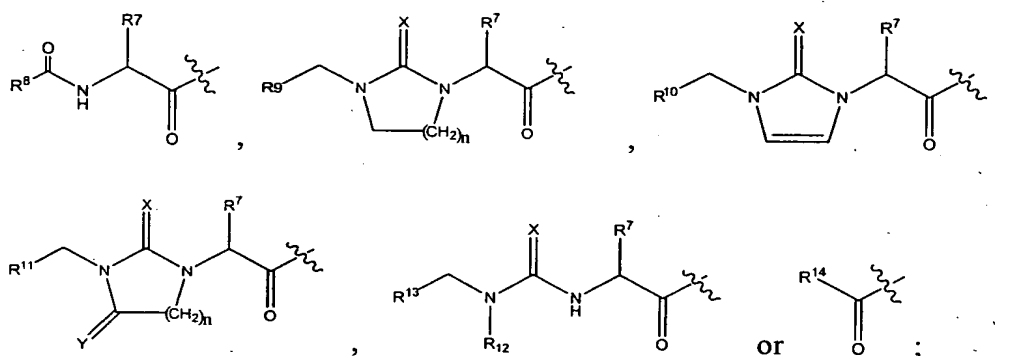
WHAT IS CLAIMED IS

1. A compound of formula (I),



or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

A is



X is O, S or NH;

Y is O, S or NH;

R¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R¹ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl),

-alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂,
-alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂, and R^{1a};

R^{1a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{1a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R² is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R² is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -NR_bC(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{2a};

R^{2a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{2a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R³ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety

of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{3a};

R^{3a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{3a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁴ is H and R⁵ is OR¹⁶;

or

R⁵ is H and R⁴ is OR¹⁶;

or

R⁴ and R⁵ are -OR¹⁶;

R⁶ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl

moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{6a};

R^{6a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{6a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁷ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R⁷ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{7a};

R^{7a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{7a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂;

R^8 is $-OR_a$ or $-alkylOR_a$;

R^9 is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R^9 is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-SO_2NR_a$, $-SO_2OR_a$, $-NR_aR_b$, $-N(R_b)C(O)R_a$, $-N(R_b)SO_2R_a$, $-N(R_b)SO_2NR_aR_b$, $-N(R_b)C(O)NR_aR_b$, $-N(R_b)C(O)OR_a$, $-C(O)R_a$, $-C(O)NR_aR_b$, $-C(O)OR_a$, haloalkyl, nitroalkyl, cyanoalkyl, formylalkyl, $-alkylOR_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_b)SO_2NR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)NR_aR_b$, $-alkylN(R_b)SO_2R_a$, $-alkylC(O)OR_a$, $-alkylC(O)R_a$, $-alkylC(O)NR_aR_b$ and R^{9a} ;

R^{9a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{9a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$ and $-alkylC(O)N(alkyl)_2$;

R^{10} is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R^{10} is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-SO_2NR_a$, $-SO_2OR_a$, $-NR_aR_b$, $-N(R_b)C(O)R_a$, $-N(R_b)SO_2R_a$, $-N(R_b)SO_2NR_aR_b$, $-N(R_b)C(O)NR_aR_b$, $-N(R_b)C(O)OR_a$, $-C(O)R_a$, $-C(O)NR_aR_b$, $-C(O)OR_a$, haloalkyl, nitroalkyl, cyanoalkyl, formylalkyl, $-alkylOR_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_b)SO_2NR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)NR_aR_b$, $-alkylN(R_b)SO_2R_a$, $-alkylC(O)OR_a$, $-alkylC(O)R_a$, $-alkylC(O)NR_aR_b$ and R^{10a} ;

R^{10a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{10a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$,

-S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂,
 -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂,
 -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂,
 -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl),
 -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂,
 -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R¹¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R¹¹ is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -SO₂NR_a, -SO₂OR_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)SO₂R_a, -N(R_b)SO₂NR_aR_b, -N(R_b)C(O)NR_aR_b, -N(R_b)C(O)OR_a, -C(O)R_a, -C(O)NR_aR_b, -C(O)OR_a, haloalkyl, nitroalkyl, cyanoalkyl, formylalkyl, -alkylOR_a, -alkylNR_aR_b, -alkylN(R_b)C(O)OR_a, -alkylN(R_b)SO₂NR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)NR_aR_b, -alkylN(R_b)SO₂R_a, -alkylC(O)OR_a, -alkylC(O)R_a, -alkylC(O)NR_aR_b and R^{11a};

R^{11a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{11a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R¹² is alkyl, alkenyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl or cycloalkenylalkyl; wherein each R¹² is substituted with 0, 1 or 2 substituents independently selected from the group consisting of hydroxy, alkoxy and halo;

R¹³ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R¹³ is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, halo, nitro, oxo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -SO₂NR_a, -SO₂OR_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -C(O)NR_aR_b, -C(O)OR_a,

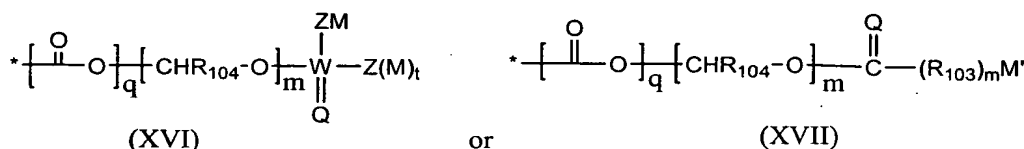
haloalkyl, nitroalkyl, cyanoalkyl, -alkylOR_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a,
-alkylN(R_b)C(O)NR_aR_b, -alkylN(R_b)SO₂R_a, -alkylC(O)OR_a, -alkyl-C(O)NR_aR_b and R^{13a};

R^{13a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{13a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R¹⁴ is -OR_a or -alkylOR_a;

R¹⁶ is hydrogen or R¹⁵;

R¹⁵ is



R₁₀₃ is C(R₁₀₅)₂, O or -N(R₁₀₅);

R₁₀₄ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R₁₀₅)₂, alkyl, alkenyl, and R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl, other than the -CH₂ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO₂ and N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅),

-N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆,
-N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

Z is CH₂, O, S, -N(R₁₀₅), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), SO₂ or N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

R₁₀₆ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, SO₂ and N(R₁₀₅); and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each R₁₀₅ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, SO₂, and N(R₁₀₅); and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -N(R₁₀₅)C(O)R₁₀₅, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, halo and -CF₃;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

R_a and R_b at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each R_a and R_b , at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and R_c ;

alternatively, R_a and R_b , together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heterocycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and R_c ;

R_c is aryl, heteroaryl or heterocycle; wherein each R_c is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkyl-NH_2$, $-alkyl-N(H)(alkyl)$, $-alkyl-N(alkyl)_2$, $-alkyl-N(H)C(O)NH_2$, $-alkyl-N(H)C(O)N(H)(alkyl)$, $-alkyl-N(H)C(O)N(alkyl)_2$, $-alkyl-C(O)OH$, $-alkyl-C(O)Oalkyl$, $-alkyl-C(O)NH_2$, $-alkyl-C(O)N(H)(alkyl)$ and $-alkyl-C(O)N(alkyl)_2$; and

n is 1 or 2.

2. The compound of claim 1 wherein R⁴ is H and R⁵ is OR¹⁶.
3. The compound of claim 1 wherein R⁴ is OR¹⁶ and R⁵ is H.
4. The compound of claim 1, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:
 - methyl 7-benzyl-1,10-ditert-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;
 - methyl 4-benzyl-1,10-ditert-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;
 - methyl 1-([(1-benzyl-3-hydroxy-4-([3-methyl-2-(2-oxo-3-([2-(2-pyridinyl)-1,3-thiazol-4-yl]methyl)-1-imidazolidinyl]pentanoyl)amino)-5-phenylpentyl)amino]carbonyl)-2,2-dimethylpropylcarbamate;
 - methyl 1-([(1-benzyl-3-hydroxy-4-([3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl]amino)-5-phenylpentyl]amino]carbonyl)-2,2-dimethylpropylcarbamate;
 - methyl 1-([(1-benzyl-3-hydroxy-4-([3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl]amino)-5-phenylpentyl]amino]carbonyl)-2-methylbutylcarbamate;
 - methyl 1-([(1-benzyl-3-hydroxy-4-([2-(3-([2-(methoxymethyl)-1,3-thiazol-4-yl]methyl)-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-5-phenylpentyl)amino]carbonyl)-2,2-dimethylpropylcarbamate;
 - methyl 1-([(1-benzyl-3-hydroxy-4-([3-methyl-2-([3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl]pentanoyl)amino]-5-phenylpentyl]amino)carbonyl)-2,2-dimethylpropylcarbamate;
 - methyl 1-([(1-benzyl-2-hydroxy-4-([3-methyl-2-([3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl]pentanoyl)amino]-5-phenylpentyl]amino)carbonyl)-2,2-dimethylpropylcarbamate;
 - methyl 1-([(1-benzyl-2-hydroxy-4-([3-methyl-2-([3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl]pentanoyl)amino]-5-phenylpentyl]amino)carbonyl)-2-methylbutylcarbamate;

methyl 1-[(1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(2-methyl-1,3-thiazol-5-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-2-hydroxy-4-{[3-methyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)pentanoyl]amino}-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-2-hydroxy-4-{[2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-4-{[3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-2-hydroxy-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-4-{[3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl]amino}-2-hydroxy-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-[(3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

1:1 mixture of (3*R*,3*aS*,6*aR*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-3-hydroxy-4-(2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3*aR*,6*aS*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-3-hydroxy-4-(2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

1:1 mixture of (3*R*,3*aS*,6*aR*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-(2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3*aR*,6*aS*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-(2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

methyl 1-[(2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;
 methyl 4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;
 methyl 1-[(4-[(2*S*)-3,3-dimethyl-2-(2-oxo-3-[[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl]-1-imidazolidinyl)butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(4-[(3,3-dimethyl-2-(2-oxo-3-[[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl]-1-imidazolidinyl)butanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(3-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(4-[(2,6-dimethylphenoxy)acetyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(4-[(2,6-dimethylphenoxy)acetyl]amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(3-hydroxy-4-[(2*S*)-2-[3-(imidazo[1,5-*a*]pyridin-3-yl)methyl]-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(2-hydroxy-4-[(2-[[3-(imidazo[1,5-*a*]pyridin-3-yl)methyl]-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(4-[(3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;
 methyl 1-[(4-[(2*S*)-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(2-hydroxy-4-[[2-(3-[[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl]-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-[[2-(3-[[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl]-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[[6-methyl-2-pyridinyl]methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

1:1 mixture of (3*R*,3*aS*,6*aR*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3*aR*,6*aS*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

methyl 1-[(4-[[3,3-dimethyl-2-(2-oxo-3-{2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(2,6-dimethylphenoxy)acetyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-[[2-(3-[[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl]-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[[6-methyl-2-pyridinyl]methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[[6-methyl-2-pyridinyl]methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-({3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-({3,3-dimethyl-2-[(phenoxyacetyl)amino]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-ditert-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-14-oxa-3,8,11-triazapentadec-1-ylcarbamate;

methyl 1-[(3-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2,4-dioxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{2-(2,4-dioxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)-3-methylpentanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{3,3-dimethyl-2-[(6-methyl-3-pyridinyl)oxy]acetyl}amino)butanoyl]amino-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

3-pyridinylmethyl 4-benzyl-1,10-ditert-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

benzyl 4-benzyl-1,10-ditert-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 7-benzyl-1,10-ditert-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 7-benzyl-1,10-ditert-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl)amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl)amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-({2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(4-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-({2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-({3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-({3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-({2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-((2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl)amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(4-methyl-2-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl}amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-[2-oxo-3-(4-pyridinylmethyl)-1-imidazolidinyl]butanoyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{(3,3-dimethyl-2-[2-oxo-3-(2-pyridinylmethyl)-1-imidazolidinyl]butanoyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-ditert-butyl-5-hydroxy-4-[4-(6-methyl-3-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methyl-3-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-ditert-butyl-5-hydroxy-4-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2-methylbutylcarbamate;

methyl 4-benzyl-1,10-di*tert*-butyl-5-hydroxy-7-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[(4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-((*R*)-methylsulfinyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[(2-hydroxy-4-[(3-methyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(2-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(3-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(2-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(3-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(4-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-10-*sec*-butyl-1-*tert*-butyl-6-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 7-benzyl-10-*sec*-butyl-1-*tert*-butyl-5-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 1-[(4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

1,2,5,6-tetradeoxy-2,5-bis(2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl)amino)-1,6-bis[4-(2-pyridinyl)phenyl]-D-iditol;

methyl 1-[(4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-[(2-{3-[(6-*tert*-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1,10-ditert-butyl-5-hydroxy-2,9,12-trioxo-4,7-bis[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[(3-hydroxy-4-[(2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{2-{3-[(6-tert-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl}amino)-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-ditert-butyl-5-hydroxy-4-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-1,10-ditert-butyl-5-hydroxy-7-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[(4-{3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino}-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{2-[3-(2-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{2-[3-(4-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{2-[3-(3-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino}-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(4-{3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino}-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

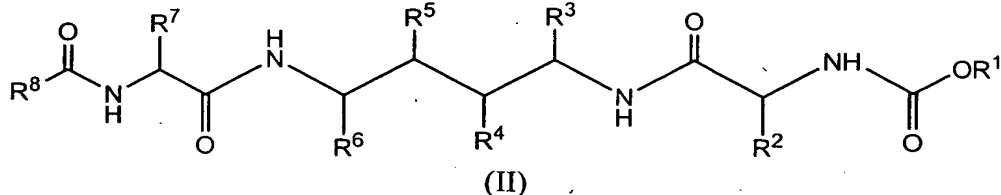
methyl 1-[(3-hydroxy-4-[(2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[(1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl 4-benzyl-1,10-disec-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate; and

methyl 1-[(1-benzyl-2-hydroxy-4-[(3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl)amino]-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate.

5. The compound of claim 1 having formula (II)



or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

R¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R¹ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂, and R^{1a};

R^{1a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{1a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂,

-N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂,
 -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂,
 -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl),
 -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂,
 -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R² is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R² is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -NR_bC(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{2a};

R^{2a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{2a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R³ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂,

-alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{3a};

R^{3a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{3a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁴ is H and R⁵ is OR¹⁶;

or

R⁵ is H and R⁴ is OR¹⁶;

or

R⁴ and R⁵ are -OR¹⁶;

R⁶ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl,

alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂,
 -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl,
 -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{6a};

R^{6a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{6a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

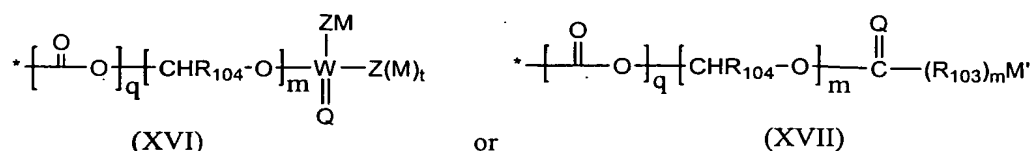
R⁷ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R⁷ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{7a};

R^{7a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{7a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂;

R⁸ is -OR_a or -alkylOR_a;

R¹⁶ is hydrogen or R¹⁵;

R¹⁵ is



R₁₀₃ is C(R₁₀₅)₂, O or -N(R₁₀₅);

R₁₀₄ is hydrogen, alkyl, haloalkyl, alkoxy carbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R₁₀₅)₂, alkyl, alkenyl, and R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl, other than the -CH₂ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO₂ and N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

Z is CH₂, O, S, -N(R₁₀₅), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), SO₂ or N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

R₁₀₆ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of

O, N, S, SO, SO₂ and N(R₁₀₅); and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each R₁₀₅ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, SO₂, and N(R₁₀₅); and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -N(R₁₀₅)C(O)R₁₀₅, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, halo and -CF₃;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

R_a and R_b at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each R_a and R_b, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c;

alternatively, R_a and R_b, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heterocycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl,

-N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c; and

R_c is aryl, heteroaryl or heterocycle; wherein each R_c is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-NH₂, -alkyl-N(H)(alkyl), -alkyl-N(alkyl)₂, -alkyl-N(H)C(O)NH₂, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)₂, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)NH₂, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂.

6. The compound of claim 5 wherein R⁴ is H and R⁵ is OR¹⁶.
7. The compound of claim 5 wherein R⁴ is OR¹⁶ and R⁵ is H.
8. The compound of claim 5 wherein R⁴ is H, R⁵ is OR¹⁶ and R² is alkyl.
9. The compound of claim 5 wherein R⁴ is OR¹⁶, R⁵ is H, and R² is alkyl.
10. The compound of claim 5 wherein R⁴ is H, R⁵ is OR¹⁶, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.
11. The compound of claim 5 wherein R⁴ is OR¹⁶, R⁵ is H, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.
12. The compound of claim 5, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:
methyl (1*S*,4*R*,6*S*,7*S*,10*S*)-7-benzyl-1,10-ditert-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-*diter*t-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-*diter*t-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,6*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,6*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*)-1-[(1*S*,3*S*,4*S*)-4-((2*S*)-3,3-dimethyl-2-[(phenoxyacetyl)amino]butanoyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*,4*S*,6*S*,7*S*,10*S*)-7-benzyl-1,10-*diter*t-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-14-oxa-3,8,11-triazapentadec-1-ylcarbamate;

methyl (1*S*)-1-[(1*S*,3*S*,4*S*)-4-((2*S*)-3,3-dimethyl-2-[(6-methyl-3-pyridinyl)oxy]acetyl)amino)butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

3-pyridinylmethyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-*diter*t-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

benzyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-*diter*t-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-*diter*t-butyl-5-hydroxy-4-[4-(6-methyl-3-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-*diter*t-butyl-5-hydroxy-4-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-*diter*t-butyl-5-hydroxy-7-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

1:1 mixture of methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-((*R*)-methylsulfinyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate and methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-((*S*)-methylsulfinyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(3-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(4-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

1,2,5,6-tetradeoxy-2,5-bis({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-1,6-bis[4-(2-pyridinyl)phenyl]-D-iditol;

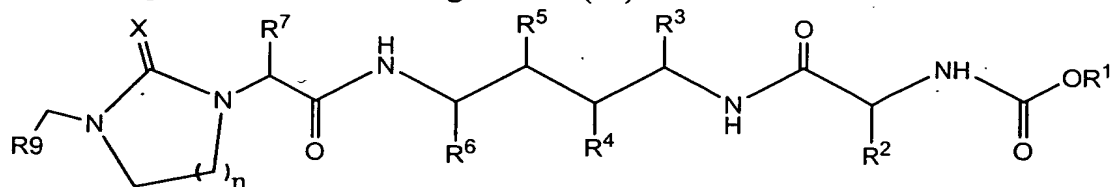
methyl (1*S*,4*R*,5*R*,7*R*,10*S*)-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4,7-bis[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-4-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*tert*-butyl-5-hydroxy-7-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate; and

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*sec*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate.

13. The compound of claim 1 having formula (III)



(III)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

R¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R¹ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂,

-N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂, and R^{1a};

R^{1a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{1a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R² is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R² is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -NR_bC(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{2a};

R^{2a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{2a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R³ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b,

-alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{3a};

R^{3a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{3a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁴ is H and R⁵ is OR¹⁶;

or

R⁵ is H and R⁴ is OR¹⁶;

or

R⁴ and R⁵ are -OR¹⁶;

R⁶ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{6a};

R^{6a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{6a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁷ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R⁷ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{7a};

R^{7a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{7a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂,

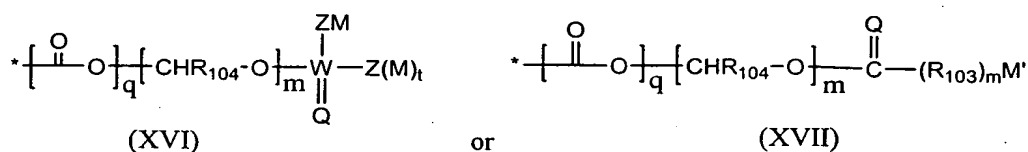
-N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂,
 -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂,
 -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl),
 -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂,
 -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂;

R⁹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R⁹ is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -SO₂NR_a, -SO₂OR_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)SO₂R_a, -N(R_b)SO₂NR_aR_b, -N(R_b)C(O)NR_aR_b, -N(R_b)C(O)OR_a, -C(O)R_a, -C(O)NR_aR_b, -C(O)OR_a, haloalkyl, nitroalkyl, cyanoalkyl, formylalkyl, -alkylOR_a, -alkylNR_aR_b, -alkylN(R_b)C(O)OR_a, -alkylN(R_b)SO₂NR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)NR_aR_b, -alkylN(R_b)SO₂R_a, -alkylC(O)OR_a, -alkylC(O)R_a, -alkylC(O)NR_aR_b and R^{9a};

R^{9a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{9a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R¹⁶ is hydrogen or R¹⁵;

R¹⁵ is



R₁₀₃ is C(R₁₀₅)₂, O or -N(R₁₀₅);

R₁₀₄ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R₁₀₅)₂, alkyl, alkenyl, and R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl, other than the -CH₂ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO₂ and N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

Z is CH₂, O, S, -N(R₁₀₅), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), SO₂ or N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

R₁₀₆ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, SO₂ and N(R₁₀₅); and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each R₁₀₅ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl,

cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, SO₂, and N(R₁₀₅); and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -N(R₁₀₅)C(O)R₁₀₅, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, halo and -CF₃;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

R_a and R_b at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each R_a and R_b, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c;

alternatively, R_a and R_b, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heterocycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c;

R_c is aryl, heteroaryl or heterocycle; wherein each R_c is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-NH₂, -alkyl-N(H)(alkyl), -alkyl-N(alkyl)₂, -alkyl-N(H)C(O)NH₂, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)₂, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)NH₂, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂; and

n is 1 or 2.

14. The compound of claim 13 wherein R⁴ is H and R⁵ is OR¹⁶.
15. The compound of claim 13 wherein R⁴ is OR¹⁶ and R⁵ is H.
16. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O and R² is alkyl.
17. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O and R² is alkyl.
18. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.
19. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.
20. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, R⁹ is aryl or heteroaryl, and R^{3a} is aryl or heteroaryl.
21. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, R⁹ is aryl or heteroaryl, and R^{3a} is aryl or heteroaryl.
22. The compound of claim 13, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

methyl (1*S*)-1-((((1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-(((2*S*)-3-methyl-2-(2-oxo-3-([2-(2-pyridinyl)-1,3-thiazol-4-yl)methyl]-1-imidazolidinyl)pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-(((2*S*)-3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-(((2*S*)-3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2-methylbutylcarbamate;

methyl (1*S*)-1-((((1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-(((2*S*)-2-(3-([2-(methoxymethyl)-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-(((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-(((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-(((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2-methylbutylcarbamate;

methyl (1*S*)-1-((((1*S*,2*S*,4*S*)-1-benzyl-4-(((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino)-2-hydroxy-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-(((2*S*)-3-methyl-2-{3-[(2-methyl-1,3-thiazol-5-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-(((2*S*)-3-methyl-2-(2-oxo-3-([2-(3-pyridinyl)-1,3-thiazol-4-yl)methyl]-1-imidazolidinyl)pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-((((1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-(((2*S*)-3-methyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino)-5-phenylpentyl)amino)carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-1-benzyl-4-[(*(2S)*-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-1-benzyl-2-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-1-benzyl-2-hydroxy-4-[(*(2S)*-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl)amino]-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-1-benzyl-4-[(*(2S)*-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl)amino]-2-hydroxy-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-1-benzyl-4-[(*(2S)*-3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl)amino]-2-hydroxy-5-phenylpentyl)amino]carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-1-benzyl-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-1-benzyl-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-2-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-[3-(imidazo[1,5-*a*]pyridin-3-ylmethyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-2-hydroxy-4-[(*(2S)*-2-[3-(imidazo[1,5-*a*]pyridin-3-ylmethyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-2-hydroxy-4-[(*(2S)*-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl]amino)-2-hydroxy-1-[4-(6-methyl-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3*S*,4*S*)-4-[(*(2S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*S*,2*S*,4*S*)-4-[(*(2S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(4-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*S*,2*S*,4*S*)-4-[(*(2S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*S*,3*S*,4*S*)-3-hydroxy-4-[(*(2S*)-2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*R*,3*S*,4*S*)-4-[(*(2S*)-3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*R*,3*S*,4*S*)-4-[(*(2S*)-3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*R*,3*S*,4*S*)-3-hydroxy-4-[(*(2S*)-2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*R*,3*S*,4*S*)-3-hydroxy-4-[(*(2S*)-2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*S*,2*S*,4*S*)-4-[(*(2S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(4-methyl-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*S*,2*S*,4*S*)-4-[(*(2S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1*S*,3*S*,4*S*)-4-[(*(2S*)-3,3-dimethyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;*

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-(*(2S)*-3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-(*(2S)*-3,3-dimethyl-2-[2-oxo-3-(4-pyridinylmethyl)-1-imidazolidinyl]butanoyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-(*(2S)*-3,3-dimethyl-2-[2-oxo-3-(2-pyridinylmethyl)-1-imidazolidinyl]butanoyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methyl-3-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2-methylbutylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl)amino]-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4R)*-1-benzyl-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-2-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-2-hydroxy-4-[(*(2S)*-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-3-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-2-hydroxy-4-[(*(2S)*-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3R,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3R,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-{[(*(2S)*-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl)amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-{[(*(2S)*-2-(3-benzyl-2-oxo-1-imidazolidinyl)butanoyl)amino]-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-2-{3-[(6-*tert*-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-2-{3-[(6-*tert*-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino)-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-2-[3-(2-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-2-[3-(4-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-2-[3-(3-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

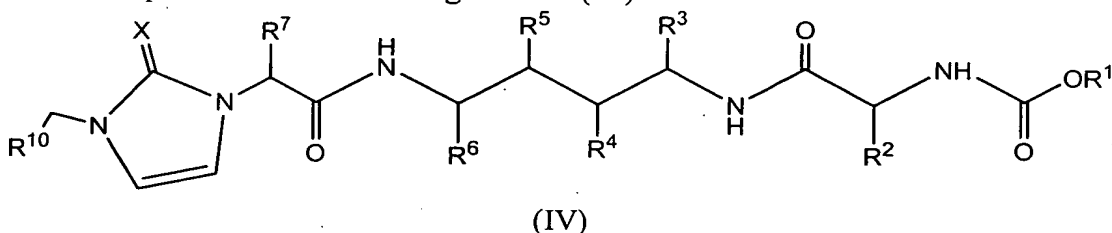
methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-1-benzyl-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate; and

methyl (1*S*)-1-[(*(1S,2S,4S)*-1-benzyl-2-hydroxy-4-[(*(2S)*-3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl}amino)-5-phenylpentyl]amino}carbonyl)-2,2-dimethylpropylcarbamate.

23. The compound of claim 1 having formula (IV)



or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

R¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R¹ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂, and R^{1a};

R^{1a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{1a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH,

-S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂,
 -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂,
 -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂,
 -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl),
 -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂,
 -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R² is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R² is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -NR_bC(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{2a};

R^{2a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{2a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R³ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl,

alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂,
 -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl,
 -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{3a};

R^{3a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{3a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁴ is H and R⁵ is OR¹⁶;

or

R⁵ is H and R⁴ is OR¹⁶;

or

R⁴ and R⁵ are -OR¹⁶;

R⁶ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH,

-C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{6a};

R^{6a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{6a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁷ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R⁷ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{7a};

R^{7a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{7a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂;

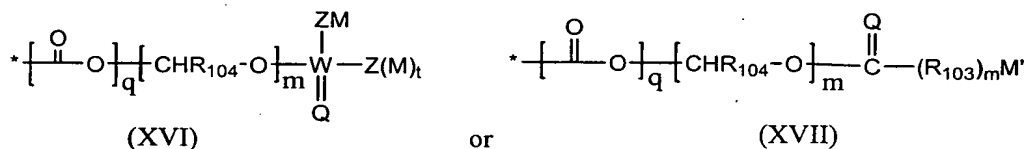
R¹⁰ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R¹⁰ is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -SO₂NR_a, -SO₂OR_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)SO₂R_a, -N(R_b)SO₂NR_aR_b, -N(R_b)C(O)NR_aR_b, -N(R_b)C(O)OR_a, -C(O)R_a, -C(O)NR_aR_b, -C(O)OR_a, haloalkyl, nitroalkyl,

cynaoalkyl, formylalkyl, -alkylOR_a, -alkylNR_aR_b, -alkylN(R_b)C(O)OR_a, -alkylN(R_b)SO₂NR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)NR_aR_b, -alkylN(R_b)SO₂R_a, -alkylC(O)OR_a, -alkylC(O)R_a, -alkylC(O)NR_aR_b and R^{10a};

R^{10a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{10a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R¹⁶ is hydrogen or R¹⁵;

R¹⁵ is



R₁₀₃ is C(R₁₀₅)₂, O or -N(R₁₀₅);

R₁₀₄ is hydrogen, alkyl, haloalkyl, alkoxy carbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R₁₀₅)₂, alkyl, alkenyl, and R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl, other than the -CH₂ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO₂ and N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

Z is CH₂, O, S, -N(R₁₀₅), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), SO₂ or N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

R₁₀₆ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, SO₂ and N(R₁₀₅); and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each R₁₀₅ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, SO₂, and N(R₁₀₅); and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -N(R₁₀₅)C(O)R₁₀₅, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, halo and -CF₃;

q is 0 or 1;

m is 0 or 1;

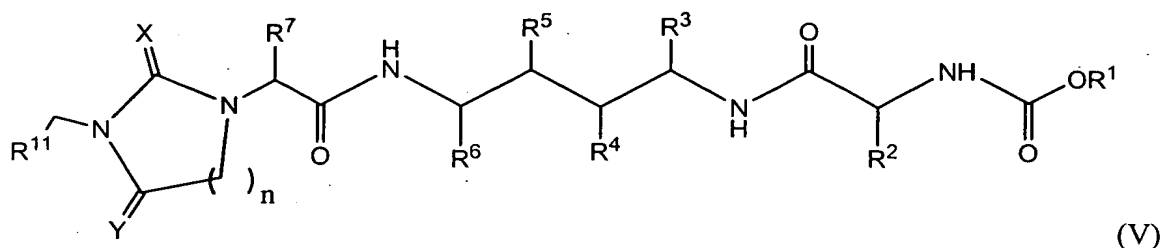
t is 0 or 1;

R_a and R_b at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each R_a and R_b , at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and R_c ;

alternatively, R_a and R_b , together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heterocycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and R_c ; and

R_c is aryl, heteroaryl or heterocycle; wherein each R_c is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkyl-NH_2$, $-alkyl-N(H)(alkyl)$, $-alkyl-N(alkyl)_2$, $-alkyl-N(H)C(O)NH_2$, $-alkyl-N(H)C(O)N(H)(alkyl)$, $-alkyl-N(H)C(O)N(alkyl)_2$, $-alkyl-C(O)OH$, $-alkyl-C(O)Oalkyl$, $-alkyl-C(O)NH_2$, $-alkyl-C(O)N(H)(alkyl)$ and $-alkyl-C(O)N(alkyl)_2$.

24. The compound of claim 1 having formula (V)



or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

Y is O, S or NH;

R¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R¹ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂, and R^{1a};

R^{1a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{1a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R² is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R² is substituted with 0, 1 or 2 substituents independently selected from the group

consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-NR_bC(O)R_a$, $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and R^{2a} ;

R^{2a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{2a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$ and $-alkyl-C(O)N(alkyl)_2$;

R^3 is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and R^{3a} ;

R^{3a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{3a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$,

haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂,
 -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH,
 -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁴ is H and R⁵ is OR¹⁶;

or

R⁵ is H and R⁴ is OR¹⁶;

or

R⁴ and R⁵ are -OR¹⁶;

R⁶ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a,
 -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b,
 -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl,
 cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or
 heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl
 moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety
 of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the
 arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected
 from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy,
 -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl,
 -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH,
 -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl,
 alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂,
 -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl,
 -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{6a};

R^{6a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{6a} is substituted
 with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo,
 oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl),
 -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl),

-N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁷ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R⁷ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{7a};

R^{7a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{7a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂;

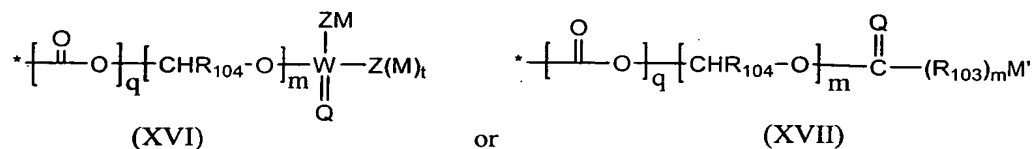
R¹¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R¹¹ is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -SO₂NR_a, -SO₂OR_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)SO₂R_a, -N(R_b)SO₂NR_aR_b, -N(R_b)C(O)NR_aR_b, -N(R_b)C(O)OR_a, -C(O)R_a, -C(O)NR_aR_b, -C(O)OR_a, haloalkyl, nitroalkyl, cyanoalkyl, formylalkyl, -alkylOR_a, -alkylNR_aR_b, -alkylN(R_b)C(O)OR_a, -alkylN(R_b)SO₂NR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)NR_aR_b, -alkylN(R_b)SO₂R_a, -alkylC(O)OR_a, -alkylC(O)R_a, -alkylC(O)NR_aR_b and R^{11a};

R^{11a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{11a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂,

-C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂;

R¹⁶ is hydrogen or R¹⁵;

R¹⁵ is



R₁₀₃ is C(R₁₀₅)₂, O or -N(R₁₀₅);

R₁₀₄ is hydrogen, alkyl, haloalkyl, alkoxy carbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R₁₀₅)₂, alkyl, alkenyl, and R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl, other than the -CH₂ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO₂ and N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

Z is CH₂, O, S, -N(R₁₀₅), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), SO₂ or N(R₁₀₅); and wherein any

hydrogen in said alkyl, alkenyl or R_{106} is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-CN$, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and NO_2 ;

R_{106} is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, SO_2 and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and $-OC(O)alkyl$;

each R_{105} is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, SO_2 , and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-N(R_{105})C(O)R_{105}$, $-CN$, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, halo and $-CF_3$;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

R_a and R_b at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each R_a and R_b , at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$,

-alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂,
-alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c;

alternatively, R_a and R_b, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heterocycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c;

R_c is aryl, heteroaryl or heterocycle; wherein each R_c is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-NH₂, -alkyl-N(H)(alkyl), -alkyl-N(alkyl)₂, -alkyl-N(H)C(O)NH₂, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)₂, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)NH₂, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂; and

n is 1 or 2.

25. The compound of claim 24 wherein X is O and Y is O.
26. The compound of claim 24 wherein X is O, Y is O, R⁴ is H and R⁵ is OR¹⁶.
27. The compound of claim 24 wherein X is O, Y is O, R⁴ is OR¹⁶ and R⁵ is H.
28. The compound of claim 24 wherein X is O, Y is O, R⁴ is H, R⁵ is OR¹⁶ and R² is alkyl.
29. The compound of claim 24 wherein X is O, Y is O, R⁴ is OR¹⁶, R⁵ is H, and R² is alkyl.

30. The compound of claim 24 wherein X is O, Y is O, R⁴ is H, R⁵ is OR¹⁶, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.

31. The compound of claim 24 wherein X is O, Y is O, R⁴ is OR¹⁶, R⁵ is H, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.

32. The compound of claim 24, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-2-hydroxy-4-[(*(2S)*-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1R,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

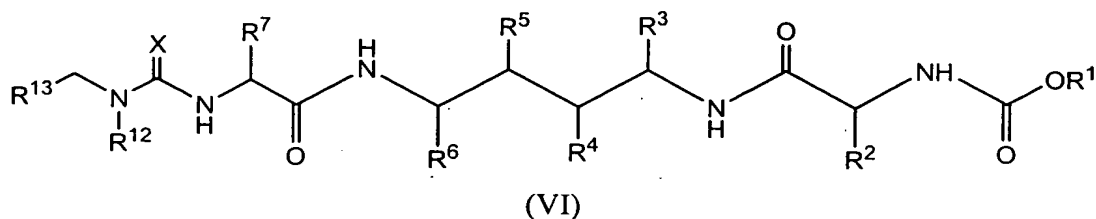
methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,2S,4S)*-4-[(*(2S)*-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[(*(1S,3S,4S)*-3-hydroxy-4-[(*(2S)*-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2,4-dioxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate; and

methyl (1*S*)-1-[(*(1S,3S,4S)*-4-[(*(2S)*-2-(2,4-dioxo-3-{2-(3-pyridinyl)-1,3-thiazol-4-yl)methyl}-1-imidazolidinyl)-3-methylpentanoyl]amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate.

33. The compound of claim 1 having formula (VI)



or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

R^1 is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^1 is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$, and R^{1a} ;

R^{1a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{1a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$ and $-alkylC(O)N(alkyl)_2$;

R^2 is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^2 is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-NR_bC(O)R_a$, $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and R^{2a} ;

R^{2a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{2a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$ and $-alkyl-C(O)N(alkyl)_2$;

R^3 is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and R^{3a} ;

R^{3a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{3a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$,

-alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁴ is H and R⁵ is OR¹⁶;

or

R⁵ is H and R⁴ is OR¹⁶;

or

R⁴ and R⁵ are -OR¹⁶;

R⁶ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{6a};

R^{6a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{6a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂,

haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁷ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R⁷ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -N(R_a)C(=N)NR_aR_b, -N(R_a)C(O)NR_aR_b, -C(O)NR_aR_b, -C(O)OR_a and R^{7a};

R^{7a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{7a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂;

R¹² is alkyl, alkenyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl or cycloalkenylalkyl; wherein each R¹² is substituted with 0, 1 or 2 substituents independently selected from the group consisting of hydroxy, alkoxy and halo;

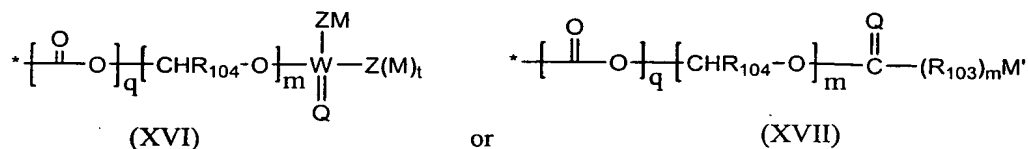
R¹³ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each R¹³ is substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, halo, nitro, oxo, -OR_a, -SR_a, -SOR_a, -SO₂R_a, -SO₂NR_a, -SO₂OR_a, -NR_aR_b, -N(R_b)C(O)R_a, -N(R_b)C(O)OR_a, -C(O)NR_aR_b, -C(O)OR_a, haloalkyl, nitroalkyl, cyanoalkyl, -alkylOR_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)NR_aR_b, -alkylN(R_b)SO₂R_a, -alkylC(O)OR_a, -alkyl-C(O)NR_aR_b and R^{13a};

R^{13a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{13a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂,

-N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂,
 -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂,
 -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl),
 -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂,
 -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)₂;

R¹⁶ is hydrogen or R¹⁵;

R¹⁵ is



R₁₀₃ is C(R₁₀₅)₂, O or -N(R₁₀₅);

R₁₀₄ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R₁₀₅)₂, alkyl, alkenyl, and R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl, other than the -CH₂ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO₂ and N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

Z is CH₂, O, S, -N(R₁₀₅), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), SO₂ or N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

R₁₀₆ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, SO₂ and N(R₁₀₅); and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each R₁₀₅ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, SO₂, and N(R₁₀₅); and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -N(R₁₀₅)C(O)R₁₀₅, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, halo and -CF₃;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

R_a and R_b at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each R_a and R_b, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl,

-C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c;

alternatively, R_a and R_b, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heterocycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c; and

R_c is aryl, heteroaryl or heterocycle; wherein each R_c is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-NH₂, -alkyl-N(H)(alkyl), -alkyl-N(alkyl)₂, -alkyl-N(H)C(O)NH₂, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)₂, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)NH₂, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂.

34. The compound of claim 33 wherein R⁴ is H and R⁵ is OR¹⁶.
35. The compound of claim 33 wherein R⁴ is OR¹⁶ and R⁵ is H.
36. The compound of claim 33 wherein R⁴ is H, R⁵ is OR¹⁶, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.
37. The compound of claim 33 wherein R⁴ is OR¹⁶, R⁵ is H, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.

38. The compound of claim 33, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

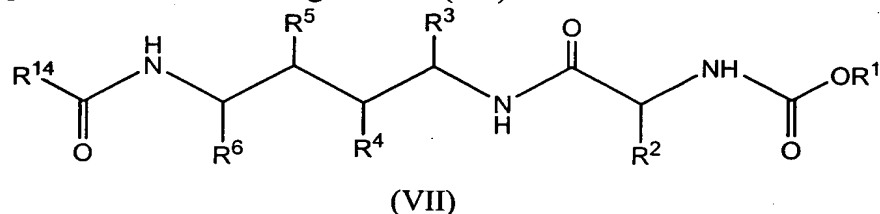
methyl (1*S*,4*S*,6*S*,7*S*,10*S*)-7-benzyl-1,10-*d*-*tert*-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl (1*S*,4*R*,6*S*,7*S*,10*S*)-7-benzyl-1,10-*d*-*tert*-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,6*S*,7*S*,10*S*)-7-benzyl-10-*sec*-butyl-1-*tert*-butyl-6-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate; and

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-10-*sec*-butyl-1-*tert*-butyl-5-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate.

39. The compound of claim 1 having formula (VII)



or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

R^1 is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^1 is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$, and R^{1a} ;

R^{1a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{1a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$ and $-alkylC(O)N(alkyl)_2$;

R^2 is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^2 is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-NR_bC(O)R_a$, $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and R^{2a} ;

R^{2a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{2a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, $-SH$, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$ and $-alkylC(O)N(alkyl)_2$;

R^3 is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy,

-NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{3a};

R^{3a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{3a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R⁴ is H and R⁵ is OR¹⁶;

or

R⁵ is H and R⁴ is OR¹⁶;

or

R⁴ and R⁵ are -OR¹⁶;

R⁶ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR_a, -alkylSR_a, -alkylSOR_a, -alkylSO₂R_a, -alkylNR_aR_b, -alkylN(R_b)C(O)R_a, -alkylN(R_b)C(O)OR_a, -alkylN(R_a)C(=N)NR_aR_b, -alkylN(R_a)C(O)NR_aR_b, -alkylC(O)NR_aR_b, -alkylC(O)OR_a, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected

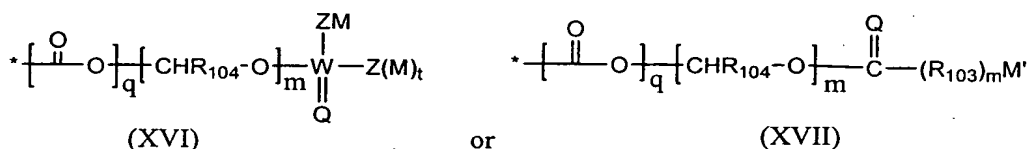
from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R^{6a};

R^{6a} is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R^{6a} is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)₂;

R¹⁴ is -OR_a or -alkylOR_a;

R¹⁶ is hydrogen or R¹⁵;

R¹⁵ is



R₁₀₃ is C(R₁₀₅)₂, O or -N(R₁₀₅);

R₁₀₄ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R₁₀₅)₂, alkyl, alkenyl, and R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl, other than the -CH₂ radical that is bound to Z, is optionally replaced by a heteroatom group selected

from the group consisting of O, S, S(O), SO₂ and N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

Z is CH₂, O, S, -N(R₁₀₅), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or R₁₀₆; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), SO₂ or N(R₁₀₅); and wherein any hydrogen in said alkyl, alkenyl or R₁₀₆ is optionally replaced with a substituent selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, -SO₂N(R₁₀₅), -N(R₁₀₅)C(O)R₁₀₅, -C(O)R₁₀₅, -SR₁₀₅, -S(O)R₁₀₅, -SO₂R₁₀₅, -OCF₃, -SR₁₀₆, -SOR₁₀₆, -SO₂R₁₀₆, -N(R₁₀₅)SO₂R₁₀₅, halo, -CF₃ and NO₂;

R₁₀₆ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, SO₂ and N(R₁₀₅); and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each R₁₀₅ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, SO₂, and N(R₁₀₅); and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, -OR₁₀₅, -R₁₀₅, -N(R₁₀₅)₂, -N(R₁₀₅)C(O)R₁₀₅, -CN, -C(O)OR₁₀₅, -C(O)N(R₁₀₅)₂, halo and -CF₃;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

R_a and R_b at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each R_a and R_b, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c;

alternatively, R_a and R_b, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heterocycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH₂, -alkylN(H)(alkyl), -alkylN(alkyl)₂, -alkylN(H)C(O)NH₂, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)₂, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH₂, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)₂ and R_c; and

R_c is aryl, heteroaryl or heterocycle; wherein each R_c is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH₂, -N(H)(alkyl), -N(alkyl)₂, -SH, -S(alkyl), -SO₂(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH₂, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)₂, -C(O)OH, -C(O)Oalkyl, -C(O)NH₂, -C(O)N(H)(alkyl), -C(O)N(alkyl)₂, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-NH₂, -alkyl-N(H)(alkyl), -alkyl-N(alkyl)₂,

-alkyl-N(H)C(O)NH₂, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)₂, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)NH₂, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)₂.

40. The compound of claim 39 wherein R⁴ is H, R⁵ is OR¹⁶ and R² is alkyl.
41. The compound of claim 39 wherein R⁴ is OR¹⁶, R⁵ is H and R² is alkyl.
42. The compound of claim 39 wherein R⁴ is H, R⁵ is OR¹⁶, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.
43. The compound of claim 39 wherein R⁴ is OR¹⁶, R⁵ is H, R² is alkyl, R³ is arylalkyl substituted with R^{3a}, and R^{3a} is aryl or heteroaryl.
44. The compound of claim 39, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:
- 1:1 mixture of (3*R*,3*aS*,6*aR*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-((2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl) amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3*aR*,6*aS*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-((2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl) amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;
- 1:1 mixture of (3*R*,3*aS*,6*aR*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-((2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl) amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3*aR*,6*aS*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-((2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl) amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;
- methyl (1*S*)-1-(((1*S*,3*S*,4*S*)-4-((2,6-dimethylphenoxy)acetyl)amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl) amino)carbonyl)-2,2-dimethylpropylcarbamate;
- methyl (1*S*)-1-(((1*S*,2*S*,4*S*)-4-((2,6-dimethylphenoxy)acetyl)amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl) amino)carbonyl)-2,2-dimethylpropylcarbamate;
- 1:1 mixture of (3*R*,3*aS*,6*aR*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*R*)-1-benzyl-2-hydroxy-4-((2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl) amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3*aR*,6*aS*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*R*)-

1-benzyl-2-hydroxy-4-({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl} amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate; and

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-[(2,6-dimethylphenoxy)acetyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl} amino)carbonyl]-2,2-dimethylpropylcarbamate.

45. Methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl} amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof.

46. Methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl} amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof.

47. The compound of claim 13 wherein R¹ is alkyl.

48. The compound of claim 13 wherein R¹ is methyl.

49. The compound of claim 13 wherein R² is alkyl.

50. The compound of claim 13 wherein R² is tert-butyl.

51. The compound of claim 13 wherein R³ is arylalkyl.

52. The compound of claim 13 wherein R³ is phenylmethyl.

53. The compound of claim 13 wherein R⁶ is arylalkyl.

54. The compound of claim 13 wherein R⁶ is phenylmethyl.

55. The compound of claim 13 wherein R⁷ is alkyl.

56. The compound of claim 13 wherein R⁷ is tert-butyl.
57. The compound of claim 13 wherein R⁹ is aryl.
58. The compound of claim 13 wherein R⁹ is phenyl.
59. The compound of claim 13 wherein R⁹ is heteroaryl.
60. The compound of claim 13 wherein R⁹ is pyridyl.
61. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O and R¹ is alkyl.
62. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O and R¹ is alkyl.
63. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O and R³ is arylalkyl.
64. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O and R³ is arylalkyl.
65. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O and R⁶ is arylalkyl.
66. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O and R⁶ is arylalkyl.
67. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O and R⁷ is alkyl.
68. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O and R⁷ is alkyl.
69. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O and R⁹ is aryl.
70. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O and R⁹ is aryl.
71. The compound of claim 13 wherein R⁴ is H, R⁵ is OR¹⁶, X is O and R⁹ is heteroaryl.
72. The compound of claim 13 wherein R⁴ is OR¹⁶, R⁵ is H, X is O and R⁹ is heteroaryl.

73. The compound of claim 13 wherein R¹ is alkyl, R² is alkyl, R³ is arylalkyl, R⁴ is H, R⁵ is OR¹⁶, R⁶ is arylalkyl, R⁷ is alkyl and R⁹ is aryl.
74. The compound of claim 13 wherein R¹ is methyl, R² is tert-butyl, R³ is phenylmethyl, R⁴ is H, R⁵ is OH, R⁶ is phenylmethyl, R⁷ is tert-butyl and R⁹ is phenyl.
75. The compound of claim 13 wherein R¹ is alkyl, R² is alkyl, R³ is arylalkyl, R⁴ is H, R⁵ is OR¹⁶, R⁶ is arylalkyl, R⁷ is alkyl and R⁹ is heteroaryl.
76. The compound of claim 13 wherein R¹ is methyl, R² is tert-butyl, R³ is phenylmethyl, R⁴ is H, R⁵ is OH, R⁶ is phenylmethyl, R⁷ is tert-butyl and R⁹ is pyridyl.
77. The compound of claim 13 wherein R¹ is alkyl, R² is alkyl, R³ is arylalkyl, R⁴ is OR¹⁶, R⁵ is H, R⁶ is arylalkyl, R⁷ is alkyl and R⁹ is aryl.
78. The compound of claim 13 wherein R¹ is methyl, R² is tert-butyl, R³ is phenylmethyl, R⁴ is OH, R⁵ is H, R⁶ is phenylmethyl, R⁷ is tert-butyl and R⁹ is phenyl.
79. The compound of claim 13 wherein R¹ is alkyl, R² is alkyl, R³ is arylalkyl, R⁴ is OR¹⁶, R⁵ is H, R⁶ is arylalkyl, R⁷ is alkyl and R⁹ is heteroaryl.
80. The compound of claim 13 wherein R¹ is methyl, R² is tert-butyl, R³ is phenylmethyl, R⁴ is OH, R⁵ is H, R⁶ is phenylmethyl, R⁷ is tert-butyl and R⁹ is pyridyl.
81. A pharmaceutical composition comprising a therapeutically effective amount of a compound or combination of compounds of claim 1, and a pharmaceutically acceptable carrier.
82. A pharmaceutical composition comprising a therapeutically effective amount of methyl (1S)-1-[(1R,3S,4S)-3-hydroxy-4-[(2S)-2-(3-[[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl]-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, and a pharmaceutically acceptable carrier.

83. A pharmaceutical composition comprising a therapeutically effective amount of methyl (1*S*)-1-[(*S*)-4-[(*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, and a pharmaceutically acceptable carrier.

84. A pharmaceutical composition comprising a therapeutically effective amount of a compound or combination of compounds of claim 1, and one, two, three, four, five or six agents selected from the group consisting of a second HIV protease inhibitor, a HIV reverse transcriptase inhibitor, an HIV entry/fusion inhibitor, an HIV integrase inhibitor and an HIV budding/maturation inhibitor, and a pharmaceutically acceptable carrier.

85. The pharmaceutical composition of claim 84 wherein the second HIV protease inhibitor is selected from the group consisting of ritonavir, lopinavir, saquinavir, amprenavir, fosamprenavir, nelfinavir, tipranavir, indinavir, atazanavir, TMC-126, TMC-114, mozenavir (DMP-450), JE-2147 (AG1776), L-756423, RO0334649, KNI-272, DPC-681, DPC-684 and GW640385X.

86. The pharmaceutical composition of claim 84 wherein the HIV reverse transcriptase inhibitor is selected from the group consisting of lamivudine, stavudine, zidovudine, abacavir, zalcitabine, didanosine, tenofovir, emtricitabine, amdoxovir, elvucitabine, alovudine, MIV-210, Racivir (\pm -FTC), D-D4FC (Reverset, DPC-817), SPD754, nevirapine, delavirdine, efavirenz, capravirine, emivirine, calanolide A, GW5634, BMS-56190 (DPC-083), DPC-961, MIV-150, TMC-120 and TMC-125.

87. The pharmaceutical composition of claim 84 wherein the HIV entry/fusion inhibitor is selected from the group consisting of enfuvirtide (T-20), T-1249, PRO 2000, PRO 542, PRO 140, AMD-3100, BMS-806, FP21399, GW873140, Schering C (SCH-C), Schering D (SCH-D), TNX-355 and UK-427857.

88. The pharmaceutical composition of claim 84 wherein the HIV integrase inhibitor is selected from the group consisting of S-1360, zintevir (AR-177), L-870812 and L-870810.

89. The pharmaceutical composition of claim 84 wherein the HIV budding/maturation inhibitor is PA-457.

90. The pharmaceutical composition of claim 84 wherein the compound of claim 1 is methyl (1*S*)-1-[(*(1R,3*S*,4*S*)-3-hydroxy-4-[(*(2S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino*)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate.

91. The pharmaceutical composition of claim 84 wherein the compound of claim 1 is methyl (1*S*)-1-[(*(1*S*,3*S*,4*S*)-4-[(*(2S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino*)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate.

92. A pharmaceutical composition comprising a therapeutically effective amount of a compound or combination of compounds of claim 1, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, ritonavir and a pharmaceutically acceptable carrier.

93. The pharmaceutical composition of claim 92 wherein the compound of claim 1 is methyl (1*S*)-1-[(*(1*R*,3*S*,4*S*)-3-hydroxy-4-[(*(2S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino*)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate.

94. The pharmaceutical composition of claim 92 wherein the compound of claim 1 is methyl (1*S*)-1-[(*(1*S*,3*S*,4*S*)-4-[(*(2S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino*)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl]amino)carbonyl]-2,2-dimethylpropylcarbamate.

95. A method of inhibiting the replication of an HIV virus comprising contacting said virus with a therapeutically effective amount of a compound or combination of compounds of any one of claims 1, 45 and 46.

96. A method of inhibiting HIV protease comprising contacting said HIV protease with a therapeutically effective amount of a compound or combination of compounds of any one of claims 1, 45 and 46.

97. A method for treating or preventing an HIV infection comprising administering to a patient in need of such treatment a therapeutically effective amount of a compound or combination of compounds of any one of claims 1, 45 and 46.

98. A method for treating or preventing an HIV infection comprising administering to a patient in need of such treatment a pharmaceutical composition of any one of claims 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93 and 94.